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May 22, 2014

Mr. Bruce Marshall
P.O. Box 1230
El Prado, NM 87529

Re: *SEC v. Billy Wayne McClintock, MSC Holdings, Dianne Alexander, et al.*,
United States District Court for the Northern District of Georgia, Atlanta
Division; Civil Action File No. 1-12-CV-4028-SCJ

Demand for return of all “referral fees”

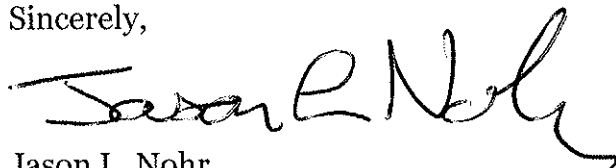
Mr. Marshall:

I am in receipt of your letter dated May 19, 2014 and the purported “promissory note” you enclosed. The Receivership has made demand upon you for actual payment, not merely a promise to pay at some later time. I believe you are mistaken about the meaning and legal significance of the purported “promissory note” you provided, and I urge you to seek the counsel of a licensed attorney about the Receivership’s demand.

Whether you avail yourself of legal counsel or not, we will proceed to file suit against you in the Receivership Court if the amount demanded is not promptly paid. Accordingly, if you would like to resolve this short of litigation, you may submit payment in the amount demanded with a check payable to Jason L. Nohr, as Receiver for MSC Holdings.

Best regards.

Sincerely,



Jason L. Nohr
Receiver for MSC Holdings

JLN/cle

EXHIBIT B